

RECORDATION NO. 22054-A FILED

MAY 09 '08

3-52 PM

SURFACE TRANSPORTATION BOARD



## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

**VIA UPS 2<sup>nd</sup> DAY AIR**

May 7, 2008

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Termination**

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Termination dated May 6, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed on March 3, 1999 at 9:00 A.M. with the Surface Transportation Board under Recordation Number 22054. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Illinois Central Railroad Company  
c/o Canadian National Railway  
935 de la Gauchetiere St. West  
Montreal, QC H3B 2M9

The enclosed document is for one hundred seventy five (175) 5150 cu. ft. covered hopper cars, with IC marks, which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows:  
Memorandum of Lease Termination

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Marcia Dunne', written over a horizontal line.

Marcia Dunne  
Rail Sr. Documentation Specialist

Enclosures  
(IC'012)

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## MEMORANDUM OF LEASE TERMINATION – RIDER NO. 2

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of May 6, 2008 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Illinois Central Railroad Company ("Lessee"), an Illinois corporation.

**W I T N E S S E T H:**

**WHEREAS**, Lessor and Lessee entered into that certain Lease Agreement dated as of September 18, 1997 and Rider No. 2 dated February 3, 1999 (collectively, the "Lease"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A (the "Equipment"); and

**WHEREAS**, Lessor and Lessee entered into that certain Memorandum of Lease dated as of September 18, 1997, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on March 3, 1999 at 9:00 A.M. with primary recordation number 22054.

**WHEREAS**, the Lease between Lessor and Lessee has been terminated; and

**NOW, THEREFORE**, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board, has been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the equipment arising pursuant to the Lease have been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

**IN WITNESS WHEREOF**, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

**LESSOR:**

FIRST UNION RAIL CORPORATION

Name: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & MARKETING

Title:

Signature: Richard F. Seymour

## EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS: One Hundred Seventy Five (175)

DESCRIPTION OF CARS: 5150 cu. ft. Covered Hopper Cars

### CAR NUMBERS:

IC 799000	IC 799036	IC 799072	IC 799108	IC 799144
IC 799001	IC 799037	IC 799073	IC 799109	IC 799145
IC 799002	IC 799038	IC 799074	IC 799110	IC 799146
IC 799003	IC 799039	IC 799075	IC 799111	IC 799147
IC 799004	IC 799040	IC 799076	IC 799112	IC 799148
IC 799005	IC 799041	IC 799077	IC 799113	IC 799149
IC 799006	IC 799042	IC 799078	IC 799114	IC 799150
IC 799007	IC 799043	IC 799079	IC 799115	IC 799151
IC 799008	IC 799044	IC 799080	IC 799116	IC 799152
IC 799009	IC 799045	IC 799081	IC 799117	IC 799153
IC 799010	IC 799046	IC 799082	IC 799118	IC 799154
IC 799011	IC 799047	IC 799083	IC 799119	IC 799155
IC 799012	IC 799048	IC 799084	IC 799120	IC 799156
IC 799013	IC 799049	IC 799085	IC 799121	IC 799157
IC 799014	IC 799050	IC 799086	IC 799122	IC 799158
IC 799015	IC 799051	IC 799087	IC 799123	IC 799159
IC 799016	IC 799052	IC 799088	IC 799124	IC 799160
IC 799017	IC 799053	IC 799089	IC 799125	IC 799161
IC 799018	IC 799054	IC 799090	IC 799126	IC 799162
IC 799019	IC 799055	IC 799091	IC 799127	IC 799163
IC 799020	IC 799056	IC 799092	IC 799128	IC 799164
IC 799021	IC 799057	IC 799093	IC 799129	IC 799165
IC 799022	IC 799058	IC 799094	IC 799130	IC 799166
IC 799023	IC 799059	IC 799095	IC 799131	IC 799167
IC 799024	IC 799060	IC 799096	IC 799132	IC 799168
IC 799025	IC 799061	IC 799097	IC 799133	IC 799169
IC 799026	IC 799062	IC 799098	IC 799134	IC 799170
IC 799027	IC 799063	IC 799099	IC 799135	IC 799171
IC 799028	IC 799064	IC 799100	IC 799136	IC 799172
IC 799029	IC 799065	IC 799101	IC 799137	IC 799173
IC 799030	IC 799066	IC 799102	IC 799138	IC 799174
IC 799031	IC 799067	IC 799103	IC 799139	
IC 799032	IC 799068	IC 799104	IC 799140	Count: 175
IC 799033	IC 799069	IC 799105	IC 799141	
IC 799034	IC 799070	IC 799106	IC 799142	
IC 799035	IC 799071	IC 799107	IC 799143	